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BY-LAWS
OF
THE GOOD SHEPHERD HUMANE SOCIETY, INC.

ARTICLE I

NAME AND PURPOSE

SECTION 1. This society shall be known as the Good Shepherd Humane Society, Inc. The principal office and headquarters shall be at the Animal Shelter on Highway 62 East, Eureka Springs, Ar. 72632 and mailing address shall be P.O. Box 285, Eureka Springs, Ar. 72632, but the society may establish and maintain branches and offices elsewhere.

SECTION 2. The purposes of the society is prevention of cruelty and neglect of all animals; to enforce all laws which are now or may hereafter be enacted for the protection of same, and secure, by lawful means, the arrest and conviction of any persons violating such laws; the relief of suffering among all animals; and the extension of humane education, laboring for the education of the public sentiment of humanity and gentleness toward all animals.

SECTION 3. These By-Laws shall in no way violate or interfere with the Legislative Act No. 44 of the 1939 of Arkansas or any laws since passed, or any City Ordinance dealing with stray animals.

ARTICLE II

MEMBERSHIP

Any person interested in the objectives and purpose for which the society has been incorporated, and expressing a desire to support the organization's program in furtherance thereof and any agency qualifying as herein provided may, upon application and payment of dues, become a member of the society.

SECTION 1. CLASSES OF MEMBERSHIP

Individual	(voting)	12.00 year
Family	(voting)	20.00 year
Small Business	(voting)	25.00 year
Corporate	(voting)	100.00 year
Life	(voting)	500.00 once

SECTION 2. CONTRIBUTOR
Any member or non-member contributing money or articles of value, shall be known as a Contributor.

SECTION 3. Any person or agency may be elected an honorary member of the society by the Board of Directors at any meeting. Such members shall not be required to pay annual dues. Honorary members shall be elected in consideration of some conspicuous or outstanding service or material aid to the society.

SECTION 4. PAYMENT OF DUES
Annual dues for individual, family, small business, and corporate memberships are due and payable on or before April 30 of each year, the end of the society's fiscal year. Any member who is more than 60 days delinquent in payment of annual dues shall be so notified by corresponding secretary If his dues are unpaid 30 days after notice, he shall be suspended.

SECTION 5 PRIVILEGES OF MEMBERSHIP
(a) The privilege of voting is granted effective immediately after certification of all members, except to Honorary members.

SECTION 6. TERMINATION OF MEMBERSHIP
The Board of Directors may terminate any membership for good cause shown at any time and shall have full discretionary power in doing so.

ARTICLE III

SECTION 1. The Annual Meeting of this society for the election of Directors and the transaction of any business shall be during the Month of May at such time and place as may be designated by the Board of Directors. Notice of the meeting shall be included in the annual newsletter, and be sent to the county newspaper and local radio station. Annual reports will be given by all officers and standing committee heads. Four directors are to be elected or reelected for three year terms and if there are other vacancies these also shall be elected. If there are other vacancies on the Board of Directors at the time of this meeting, Nominations may be made by members at-large providing the qualifications set forth in Article VII, Section 1 are met.

SECTION 2. Special Membership meetings shall be called at any time by the Secretary when so directed by the President or by a majority of the Board of Directors. Notice of such meetings shall be posted by the Secretary at headquarters at least (10) days in advance of the date set for such meeting and shall be sent to the newspaper and local radio station prior to the meeting.

SECTION 3. Ten members shall constitute a quorum for the transaction of business at any membership meeting of the society, but a lesser number shall have the power to adjourn to specified later date.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. The board of Directors shall consist of 12 persons.

SECTION 2. Only active members are eligible for election as Directors, subject to the provisions of Article VII, Section 1, Nominating Committee. No person employed by or receiving remuneration from a humane society, and no person who derives his livelihood or any significant income from the purchase, sale, use, care or commercial exploitation of companion animals, may become a Director. Nor shall there be more than one member of a family at one time. Any prospective member should be invited, with out obligation, to any meeting of the Board.

SECTION 3. Members of the Board of Directors shall be elected at the annual meeting. A Director shall hold office for three (3) years except when the Board of Directors elect a director to fill a vacancy, that director shall serve until the end of that unexpired term. At each annual meeting, four (4) directors of the board shall be chosen for three (3) terms from the nominations in accordance with Article VII , Section 1.

SECTION 4. An organizational meeting of the Board of Directors of the society shall be held within thirty (30) days after each annual meeting for the purpose of electing officers. Regular meetings of the Board of Directors shall be held every thirty (30) days at such times and places as shall be fixed by the Board.

SECTION 5. Special meetings of the Board of Directors may be called by the President, or in his absence, by the presiding officer, or by the secretary when requested to do so by the President or at the request of the Directors, notice may be given by telephone or personal contact.

SECTION 6. A majority of the members of the Board of Directors shall constitute a quorum.

SECTION 7. If any member of the Board of Directors is absent for three (3) consecutive regular meetings, without good cause, or without being excused from attending the board, he shall be deemed to have resigned from office and the vacancy caused shall be filled as herein provided for filling of vacancies in the membership of the Board of Directors.

SECTION 8. Except as otherwise prescribed in these By-Laws decisions at any meeting of the Board of Directors or of any committee, shall be by majority of those present and voting. Each Director shall have one vote, and no voting by proxy will be allowed.

SECTION 9. The Board shall have control of and be responsible for the management of the affairs and property of the Society. In no case shall any Board member arrange for the sale of any property without the approval of the Board and appraisals from at least two members of the Board of Realtors. Nor shall any member of the Board incur a debt exceeding $100 without prior approval of the Board. The Board shall have the power to fill vacancies on the Board or in offices for the unexpired portion of any term; shall have full discretion in the election of members in the Society, shall appoint and have the power to prescribe the duties of officers and employees not inconsistent nor directly contrary to the provisions of the Articles of Incorporation and these By-laws, and generally shall have power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of its welfare. In the case of a legal document of any kind which requires the signature of officers of the board, the following officers are duly authorized to sign such documents - President, Secretary and/or Treasurer.

SECTION 10 Members of the Board of Directors shall conduct themselves in a professional manner at all times, ever diligent to protect and promote the good reputation of the Society. If he should be aware of information positive or negative to that reputation, he shall immediately pass that information to one of the officers of the Board of Directors. Further, he should be supportive of all services and activities of the Society. Sensitive issues will be positively dealt with by the Board of Directors to insure a unified response.

ARTICLE V

OFFICERS

SECTION 1. The officers of this society shall consist of a President, Vice President, Secretary and Treasurer. Except when the society was formed, the officers shall be elected by the Board of Directors from its own membership and shall serve for a period of one year or until their successors are duly elected and qualified. The duties of the Officers shall be such as are designated, and are usually incident to their respective offices, and as the Board of Directors shall prescribe. The President shall serve one year in an advisory capacity on the Board of Directors after his term of President expires. The services of all Officers and Directors shall be without any form of remuneration.

SECTION 2. President. The President shall be the chief executive of this society. He shall preside at all meetings of the Board and of the society, shall be a member exofficio, with vote, on all committees; shall supervise the affairs and activities of the society; shall have authority to sign such papers as may be required in the sale of securities or other assets belonging to the society or in connection with the settlement of estates in which the society has an interest; shall deliver a message to the members at each Annual Meeting. The President should, as soon as possible after his election, appoint chairmen to all standing committees ie. Membership, Fund Raising, Shelter, Thrift Shop, Building & Grounds. Members of these committees need not be Board members.

SECTION 3. Vice President. The Vice President shall in the absence or disability of the President perform the duties of the President and act in his stead.

SECTION 4. Secretary. The Secretary shall keep the minutes of all meetings of the membership and the Board of Directors which shall be an accurate and official record of all business transacted. He shall give notice of the time and place of all meetings. He shall prepare a list of the members of the society entitled to vote, to be handed to the tellers before opening the poles of each Annual Meeting. He shall make a duplicate copy of outgoing correspondence of the society, one copy to be kept on file. He shall have custody of the corporate seal, By-Laws, records and general archives of the society (except as they may be expressly placed in

SECTION 5. charge of others by the Board of Directors) and shall be responsible for their safe keeping.

Treasurer. The Treasurer shall receive and deposit in a bank designated by the Board all monies and securities received by the society and shall disburse funds under the direction of the Board of Directors. The Treasurer may pay any bill up to and including $500.00 without being authorized by the Board of Directors, but any expenditure above that amount must be approved by the Board. Funds shall be withdrawn form any depository by check signed by such persons as the Board of Directors may designate. The Treasurer shall submit to the Board and to the Annual General Meeting, an Annual Report, checked by a committee of three members of the Board, appointed by the President, of the income and expenses of the society for the preceding fiscal year,and of the liabilities and assets. Furthermore the Treasurer shall make a report to the Board at all of its meetings. He shall give bond in such sum as the Board of Directors shall specify whenever they shall require same. The fee for said bond shall be paid by the society.

Corresponding Secretary: Acknowledge gifts to the Society. Maintain membership records and current list of paid-up members. Miscellaneous correspondence as required.

Article VI.

Policy

It shall be the policy of the Society to provide care and treatment for all companion animals needing protection in the area served by the Society, to endeavor to return lost animals to their owners; to seek suitable homes for all companion animals without owners; to provide euthanasia when necessary, especially when very sick or badly injured or emaciated animals are brought to the shelter. The public will be encouraged to bring unwanted puppies and kittens to the shelter with mother as soon as they are weaned so the mother can be spayed. Animals for which no homes can be found shall be kept in the shelter a reasonable length of time (no longer than 6 months), keeping in mind the needs of the many rather than operating a nursing home for the few, keeping others on a waiting list. All strays should have a chance for a home. No companion animal is to be denied humane protection by the Society or a chance for a suitable adoption. In its care and disposition of companion animals, the Society shall maintain the minimum standards prescribed by The Humane Society of the United States.

No companion animals in the shelter shall, at any time, be sold by the Society. Companion animals may be adopted out for pets only. Other animals may be adopted out at the discretion of the Board of Directors.

All companion animals shall remain the property of the Society until they are satisfactorily adopted. Once adopted, they become the responsibility and the property of their new owner, only so long as they continue to be properly cared for. The Society 's written approval must be first obtained before the animal can be transferred to any subsequent owner, such a transfer remaining subject to the same requirements and continuing proper care. The homes where adoptees are placed may be inspected by the Society, as reasonably necessary to fulfill the purpose of the Society and the animal may be taken back at any time it is not properly treated. An adult member of the family must sign the adoption papers. It shall be the policy of the Society to require the spaying or neutering of all dogs and cats adopted.

SECTION 4. All companion animals brought to the shelter shall be given all necessary immunizations per veterinary recommendation, except when proof of complete and current vaccination have been brought with the animal to the shelter. It shall be the policy of the Society to provide all necessary and proper veterinary care, as recommended by consultant veterinarians, for animals in its custody.

SECTION 5. The Board of Directors shall establish, and from time to time update and revise as necessary or desirable a statement of APPROVED SHELTER PROCEDURES and APPROVED BOARD OF DIRECTORS PROCEDURES which will be absolutely binding on all board members and employees. All Shelter management details not established in these By-Laws shall be determined in accordance with said APPROVED PROCEDURES.

ARTICLE VII

COMMITTEES

SECTION 1. The Board of Directors shall appoint a Nominating committee consisting of three (3) members of the Board. The committee shall select one of its members to be its chairman. At least 60 days prior to the Annual Meeting , the Nominating Committee shall make nominations of Directors to be elected at the Annual Meeting and report same to the Secretary. The Secretary upon such nominations, shall cause them to be posted at the headquarters, sent to county newspaper and local radio station, providing they are posted at headquarters at least 30 days before the Annual Meeting. Additional nominations may be made by filing same with the Secretary, in writing, duly signed by 20 members, at least 15 days before the day of the Annual Meeting. Each signature shall also be subscribed by one witness and the petition shall contain the address of each petitioner. The Secretary shall there upon cause all such nominations to be posted at the headquarters of the Society, sent to the county newspaper and local radio station, at least 10 days prior to the Annual Meeting. Only persons here in provided shall be eligible for election to the Board of Directors. The Nominating Committee shall also present to the members of the Board of Directors its recommendations for filling vacancies on the Board of Directors or in offices at least 10 days prior to any meeting of the Board of Directors.

SECTION 2. The Board of Directors or the President shall have power to appoint such other committees as seem needed. These committees shall consist of as many persons as deemed necessary.

ARTICLE VIII

SECTION 1. Anywhere in these By-Laws where the male gender is mentioned, it shall be constructed to mean the female gender also.

ARTICLE IX

SECTION 1. These By-Laws may be repealed, altered or amended by majority vote at any Annual Meeting or Special Meeting, provided any change shall first have been submitted to and approved by the Board of Directors. Notice of such proposed alterations or changes shall be posted by the Secretary at headquarters at least ten (10) days in advance of the date set for such meeting and shall be sent to the papers and local radio stations, prior to the meeting.

ARTICLE X

SECTION 1. In all meetings of this society, the order of exercises shall be as follows:

1. Call to order.
2. Reading of minutes of previous meeting.
3. Reading of the Treasurer's Report.
4. Report of Officers and Committees.
5. Unfinished business.
6. New Business.
7. Adjournment.
8. Program (Addresses and Entertainment).

The Good Shepherd Humane Society, Inc.

By Doris Faust
President

Approved and adopted this 1st day of May, 1995.

Doris Faust
President

Secretary